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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 23294 ^D FILED
JUN 23 '05 11-24AM
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

June 22, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Schedule No. 003 to Master Lease Agreement, dated as of June 22, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement filed with the Board under Recordation Number 23294.

The names and addresses of the parties to the enclosed document are:

Assignor: ICX Corporation
2 Summit Park Drive
Suite 300
Cleveland, OH 44131

Assignee: The Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, OH 45263

Mr. Vernon A. Williams
June 22, 2005
Page Two

A description of the railroad equipment covered by the enclosed document is:

63 boxcars WCCL 43600 – WCCL 43662

A short summary of the document to appear in the index follows:

Memorandum of Assignment of Schedule No. 003 to Master Lease Agreement

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO.

23294-D
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MEMORANDUM OF ASSIGNMENT
OF SCHEDULE NO. 003
TO MASTER LEASE AGREEMENT

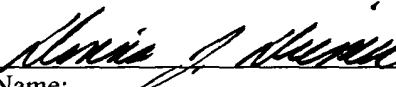
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. 003 TO MASTER LEASE AGREEMENT (this "Memorandum") is made as of June 22, 2005 by and between ICX CORPORATION, an Ohio corporation (the "Assignor") and THE FIFTH THIRD LEASING COMPANY, an Ohio corporation (the "Assignee").

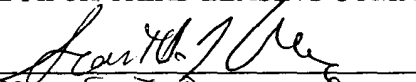
- A. The Assignor and the Assignee are parties to that certain Master Sale Agreement (the "Sale Agreement") dated as of March 28, 2005 pursuant to which the Assignor assigned to the Assignee and the Assignee purchased from the Assignor all of the Assignor's right, title and interest in and to Schedule No. 003, dated as of December 28, 2000 (the "Lease") and issued pursuant to the Master Equipment Lease Agreement dated December 28, 2000 between Assignor, as lessor, and Wisconsin Central Ltd., as lessee ("Lessee").
- B. Pursuant to the Lease, Assignor has leased to Lessee certain boxcars described on Exhibit A attached hereto and made a part hereof.
- C. A Memorandum of Lease Agreement dated as of December 27, 2000, was recorded with the Surface Transportation Board on December 28, 2000 under recordation number 23294.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

ICX CORPORATION

By: 
Name:
Title: **Dennis J. Diemer**
Vice President

THE FIFTH THIRD LEASING COMPANY

By: 
Name: **SCOTT D. Kiley**
Title: **Vice President**

STATE OF OHIO)

COUNTY OF CUYAHOGA) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Dennis J. Diemer, a Vice President of ICX Corporation, an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Cleveland, Ohio this 22 day of June, 2005.

Debra A. Grim
Notary Public **DEBRA A. GRIM**
My commission expires Dec. 3, 2006
~~NOTARY PUBLIC • STATE OF OHIO~~

STATE OF OHIO)

COUNTY OF Hamilton) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Scott D. Kiley, the VP of The Fifth Third Leasing Company, an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Cincinnati, OH this 21 day of June, 2005.

Elaine Ellis
Notary Public
My commission expires: 9.14.07

ATTACHMENT 1

DESCRIPTION OF EQUIPMENT

Sixty-three (63) 70-ton boxcars, Plate B, with end of car cushioning and 8' double doors, originally built in 1976, bearing the following road marks and numbers:

(The cost of each of the below listed Boxcars is Twenty-five Thousand and no/100 Dollars (\$25,000)).

WCCL 43600	WCCL 43632
WCCL 43601	WCCL 43633
WCCL 43602	WCCL 43634
WCCL 43603	WCCL 43635
WCCL 43604	WCCL 43636
WCCL 43605	WCCL 43637
WCCL 43606	WCCL 43638
WCCL 43607	WCCL 43639
WCCL 43608	WCCL 43640
WCCL 43609	WCCL 43641
WCCL 43610	WCCL 43642
WCCL 43611	WCCL 43643
WCCL 43612	WCCL 43644
WCCL 43613	WCCL 43645
WCCL 43614	WCCL 43646
WCCL 43615	WCCL 43647
WCCL 43616	WCCL 43648
WCCL 43617	WCCL 43649
WCCL 43618	WCCL 43650
WCCL 43619	WCCL 43651
WCCL 43620	WCCL 43652
WCCL 43621	WCCL 43653
WCCL 43622	WCCL 43654
WCCL 43623	WCCL 43655
WCCL 43624	WCCL 43656
WCCL 43625	WCCL 43657
WCCL 43626	WCCL 43658
WCCL 43627	WCCL 43659
WCCL 43628	WCCL 43660
WCCL 43629	WCCL 43661
WCCL 43630	WCCL 43662
WCCL 43631	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/22/05



Robert W. Alvord